

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): INFOCROSSING, INC.

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other

Execution Date: 07/29/2004

2. Name and address of receiving party(ies)

Name: CAPITALSOURCE FINANCE LLC, AS AGENT

Internal Address: 12TH FLOOR

Street Address: 4445 WILLARD AVENUE

City: CHEVY CHASE State: MD Zip: 20815

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State, Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) n.a.

B. Trademark Registration No.(s) 2,636,092; 2,732,496

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name:

Internal Address:

Attn: Penelope J.A. Agodoa Federal Research Company, LLC 1030 15th Street, NW, Suite 920 Washington, DC 20005 202.783.2700

Street Address:

City: State: Zip:

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41) \$ 65.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

50-3155

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9. Signature.

Penelope S. Johnson Name of Person Signing

Signature

07/30/2004

Date

Total number of pages including cover sheet, attachments, and document

4

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

CH \$65.00 603155 2636092

**NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS**

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Guaranty and Security Agreement dated as of July 29, 2004 (the "**Agreement**") by and among Infocrossing, Inc., a Delaware corporation (the "**Obligor**"), certain of Obligor's affiliates and CapitalSource Finance LLC, as Agent (the "**Agent**") for the Lenders referenced therein (the "**Lenders**"), the Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
2,636,092	Starburst Logo	10/15/02
5,531,351	COSI	01/22/02
2,732,496	Infocrossing	07/01/03

Trademark Applications

<u>Trademark Applications No.</u>	<u>Description of Trademark Applied For</u>	<u>Date of Trademark Applications</u>
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NONE

The Obligor and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

INFOCROSSING, INC., a Delaware corporation

By: _____

Name: ZACH LEONSTEIN

Title: CHIEF EXECUTIVE OFFICER

Acknowledged and Accepted:

CAPITALSOURCE FINANCE LLC, as Agent

By: _____

Name: _____

Title: _____

Very truly yours,

INFOCROSSING, INC., a Delaware corporation

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

CAPITALSOURCE FINANCE LLC, as Agent

By: 
Name: Joseph Turitz
Title: General Counsel